

CHAPMAN AND CUTLER LLP

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January 2, 2007

RECORDATION NO. 16095-T FLED

JAN 03 '07 10 00 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

Re: BNSF Railway Company  
Purchase of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Lease of Railroad Equipment, dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as owner trustee, as lessor (the "Lessor") and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee").

The enclosed document relates to the Lease of Railroad Equipment dated as of November 1, 1988 between Lessor and Lessee, a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095-B.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: U.S. Bank National Association  
One Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attn: Corporate Trust Services

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

The equipment covered as of the date hereof by the aforesaid Partial Termination of Lease of Railroad Equipment consists of 13 EMD Model GP39-2 Diesel Electric Locomotives bearing the reporting marks within the series BNSF 2745 through BNSF 2748 and within the series BNSF 2925 through 2934, and 5 EMD Model GP40-2 Diesel Electric Locomotives

Law Offices of  
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bearing the reporting marks within the series BNSF 3025 through BNSF 3029; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Lease of Railroad Equipment, dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee, as Lessor and BNSF Railway Company, as Lessee.

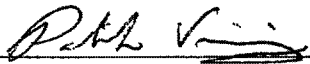
A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

BY   
Patrick Vining

Enclosures

# **EXHIBIT A**

## **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ORIGINAL ROAD NUMBERS</b>	<b>CURRENT ROAD NUMBER</b>
EMD Model GP39-2 Diesel Electric Locomotives	13	BN 2755	BNSF 2745
		BN 2757	BNSF 2747
		BN 2758	BNSF 2748
		BN 2925	BNSF 2925
		BN 2926	BNSF 2926
		BN 2927	BNSF 2927
		BN 2928	BNSF 2928
		BN 2929	BNSF 2929
		BN 2930	BNSF 2930
		BN 2931	BNSF 2931
		BN 2932	BNSF 2932
		BN 2933	BNSF 2933
		BN 2934	BNSF 2934
EMD Model GP40-2 Diesel Electric Locomotives	5	BN 3550	BNSF 3025
		BN 3551	BNSF 3026
		BN 3552	BNSF 3027
		BN 3553	BNSF 3028
		BN 3554	BNSF 3029

RECORDATION NO. 16095-T FILED

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SURFACE TRANSPORTATION BOARD

### PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made and entered into as of January 2, 2007 by and between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*") and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as Lessee ("*Lessee*").

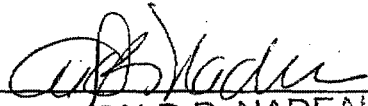
1. Lessor has heretofore leased to Lessee those certain locomotives set forth on Exhibit A attached hereto pursuant to the Lease of Railroad Equipment, dated as of November 1, 1988 (as amended, modified or supplemented, the "*Lease*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095-B.

2. The Lease is terminated effective as of the date hereof with respect to the locomotives set forth on Exhibit A attached hereto.

3. This Partial Termination of Lease of Railroad Equipment shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association), not in its individual capacity,  
but solely as Owner Trustee, as Lessor

By   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

Executed on this 28<sup>th</sup> day of December, 2006.

BNSF RAILWAY COMPANY (formerly known as  
Burlington Northern Railroad Company), as  
Lessee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2006.


IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association), not in its individual capacity,  
but solely as Owner Trustee, as Lessor

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2006.

BNSF RAILWAY COMPANY (formerly known as  
Burlington Northern Railroad Company), as  
Lessee

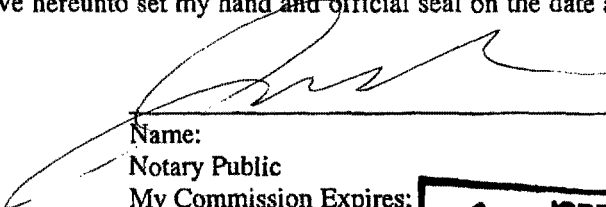
By   
Name: M. David Dealy  
Title: Vice President Transportation

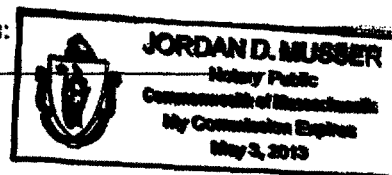
Executed on this 29 day of December, 2006.

STATE OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this, the 28<sup>th</sup> day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of BNSF RAILWAY COMPANY, that said instrument was signed on December \_\_, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Texas )  
 ) SS.:  
COUNTY OF Tarrant )

On this, the 29<sup>th</sup> day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared M. David Dealy, who being by me duly sworn, says that (s)he is the Vice President Transport of BNSF RAILWAY COMPANY, that said instrument was signed on December 29 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Betty L. Reinert  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**EXHIBIT A**

**UNITS**

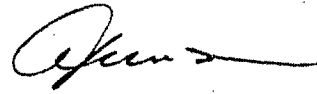
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		BN 3551	BNSF 3026
		BN 3552	BNSF 3027
		BN 3553	BNSF 3028
		BN 3554	BNSF 3029

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/3/07



\_\_\_\_\_  
Robert W. Alvord